

ASX Announcement

Director's Interest Notice – Sean Hehir

Sydney – 29 December 2023: [BrainChip Holdings Ltd](#) (**BrainChip** or the **Company**) (ASX: BRN, OTCQX: BRCHF, ADR: BCHPY), the world's first commercial producer of ultra-low power, fully digital, neuromorphic AI IP, submits a Change of Director's Interest Notice for Mr Sean Hehir.

As announced on 18 December 2023, Mr Hehir sold shares on market on 1 December 2023 for the purpose of payment of taxation as a result of the vesting of Restricted Stock Units on 29 November 2023 (**First Sale**).

Insufficient shares were sold during the First Sale to discharge the tax obligation. Accordingly, a second on market share sale was undertaken to fully pay the tax liability. All proceeds of the share sale will be sent to the proper tax authorities.

This announcement is authorised for release by the BRN Board of Directors.

About BrainChip Holdings Ltd (ASX: BRN, OTCQX: BRCHF, ADR: BCHPY)

BrainChip is the worldwide leader in edge AI on-chip processing and learning. The company's first-to-market, fully digital, event-based AI processor, Akida™, uses neuromorphic principles to mimic the human brain, analysing only essential sensor inputs at the point of acquisition, processing data with unparalleled efficiency, precision, and economy of energy. Akida uniquely enables edge learning local to the chip, independent of the cloud, dramatically reducing latency while improving privacy and data security. Akida Neural processor IP, which can be integrated into SoCs on any process technology, has shown substantial benefits on today's workloads and networks, and offers a platform for developers to create, tune and run their models using standard AI workflows like TensorFlow/Keras. In enabling effective edge compute to be universally deployable across real world applications such as connected cars, consumer electronics, and industrial IoT, BrainChip is proving that on-chip AI, close to the sensor, is the future, for its customers' products, as well as the planet. Explore the benefits of Essential AI at www.brainchip.com.

Follow BrainChip on Twitter: https://www.twitter.com/BrainChip_inc

Follow BrainChip on LinkedIn: <https://www.linkedin.com/company/7792006>

For more information, contact:
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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Brainchip Holdings Ltd
ABN	64 151 159 812

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Sean Hehir
Date of last notice	18 December 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Hehir holds shares directly and is also a beneficial holder of shares on vesting under the Company's Employee Share Plan Trust.
Date of change	22 December 2023
No. of securities held prior to change	Fully Paid Ordinary Shares 2,357,187 Restricted Stock Units 5,346,223
Class	Fully Paid Ordinary Shares
Number acquired	Nil
Number disposed	368,170
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A\$0.18 per share

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	Fully Paid Ordinary Shares 1,989,017 Restricted Stock Units 5,346,223
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On market sale for the purpose of payment of shortfall tax liability associated with the vesting of Restricted Stock Units on 29 November 2023.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.